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- and -

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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

----- x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
----- x

**ORDER GRANTING SECOND INTERIM APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF MC GUIREWOODS LLP,
CO-COUNSEL TO THE DEBTORS, FOR SERVICES
RNDERED FROM FEBRUARY 1, 2009 THROUGH APRIL 30, 2009**

Upon consideration of the Second Interim Application
for Compensation and Reimbursement of Expenses of
McGuireWoods LLP, Co-counsel to the Debtors, for Services
Rendered from February 1, 2009 through April 30, 2009 (the
"Application"); and the Court having reviewed the

Application and the Court having determined that the relief requested in the Application is necessary and appropriate; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Application is both fair and reasonable.
2. The Application is hereby approved in its entirety, and compensation for the Application Period in the total amount of \$706,661.50 is hereby approved, and the Debtors are hereby authorized and directed to pay McGuireWoods LLP the unpaid portion of such compensation.
3. The reimbursement of expenses for the Application Period in the total amount of \$9,794.66 is hereby approved, and the Debtors are hereby authorized and directed to pay McGuireWoods LLP any unpaid portion of such reimbursements.
4. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
Jul 27 2009 , 2009

/s/ Kevin Huennekens

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS: Entered On Docket: 7/28/09

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/s/ Douglas M. Foley
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Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

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CERTIFICATE OF NOTICE

District/off: 0422-7
Case: 08-35653

User: jafarbayj
Form ID: pdforder

Page 1 of 1
Total Noticed: 1

Date Rcvd: Jul 28, 2009

The following entities were noticed by first class mail on Jul 30, 2009.
atty +Gregg M. Galardi, Skadden Arps Slate Meagher, & Flom LLP, One Rodney Sq., PO Box 636,
Wilmington, DE 19899-0636

The following entities were noticed by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 30, 2009

Signature:

